

**10<sup>TH</sup> ANNUAL  
REPORT  
1999-2000**

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**INDIAN TONERS & DEVELOPERS LTD.**

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Shri Sushil Jain Chairman & Managing Director  
 Shri P.K. Kanoria  
 Shri J.S. Varshneya  
 Shri Vikram Parkash  
 Dr. M.R. Jain  
 Shri N.S. Sharma

### EXECUTIVE DIRECTOR & COMPANY SECRETARY

Shri S. C. Singhal

### BANKERS

State Bank of India

### AUDITORS

K.N. Gutgutia & Co.  
 Chartered Accountants  
 11-K, Gopala Tower,  
 25, Rajendra Place,  
 New Delhi 110 008

### REGISTERED OFFICE & WORKS

10.5 KM, Rampur-Bareilly Road,  
 Rampur 224 901 (U.P)  
 Tel. : 0595 - 634148, 634174.

### CORPORATE OFFICE & SHARE DEPARTMENT

5-E, Gopala Tower,  
 25, Rajendra Place,  
 New Delhi 110 008  
 Tel : 5751420, 5742509  
 5748160, 5763993  
 Fax : 91-11-5751422  
 E-Mail : [itdl@iasdl01.vsnl.net.in](mailto:itdl@iasdl01.vsnl.net.in)  
[itdl@vsnl.com](mailto:itdl@vsnl.com)

Report

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## NOTICE

## INDIAN TONERS & DEVELOPERS LIMITED

NOTICE is hereby given that the Tenth Annual General Meeting of the Shareholders of **INDIAN TONERS & DEVELOPERS LIMITED** will be held on Monday, 31st July, 2000 at 12.00 P.M. at the Registered Office of the Company at 10.5 KM. Rampur-Bareilly Road, Rampur 244 901 (U.P.) to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended March 31, 2000 and the Balance Sheet as at March 31, 2000 and the Directors' Report and the Auditors' Report thereon.
2. To appoint a Director in place of Dr. M. R. Jain who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri P. K. Kanoria who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to authorise the Board of Directors to fix their remuneration and the mode of payment.

M/s K.N. Gutgutia & Co. Chartered Accountants, are the retiring Auditors.

### SPECIAL BUSINESS:

5. To consider and if thought fit to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of section 198, 269, 309, 310 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force) consent of the Company be and is hereby accorded to the re-appointment of Shri Sushil Jain, as the Chairman & Managing Director of the Company for a period of 5 (five) years with effect from 01.08.2000 on the terms & Conditions including remuneration as set out in the explanatory statement herein, with liberty to the board of Directors (hereinafter referred to as "The Board" which term shall be deemed to include any committee which the Board may constitute to

exercise its powers conferred by this resolution) to alter and to vary the terms & conditions of the said appointment and/or remuneration within the limit specified in Schedule XIII to the Companies Act 1956 including any statutory modification or re-enactment thereof, for the time being in force or any amendments and/or modifications that may hereafter be made thereto by the central Government in that behalf from time to time, or any amendments thereto as may be agreed to between the Board and Shri Sushil Jain.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

### NOTES :

1. A members entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a member. Proxies in order to be effective, must be received at the registered office/head office of the Company not less than forty eight hours before the meeting. A proxy form is appended with the attendance slip.
2. The explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of item 5 is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 16.7.2000 to 31.7.2000 (both days inclusive)
4. Members are requested to notify immediately any change in their addresses to the Secretarial Department of the Company situated at 5E Gopala Tower, 25 Rajendra Place, New Delhi - 110008
5. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during Office hours on all working days except Saturday and Holidays, between 11.00 a.m. to 1.00 pm upto the date of Annual General Meeting.

## INDIAN TONERS &amp; DEVELOPERS LIMITED

**ANNEXURE TO THE NOTICE  
EXPLANATORY STATEMENT  
(PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956)**

**ITEM NO. 5**

The Board in its meeting held on 31st May, 2000 has re-appointed Mr. Sushil Jain as Chairman & Managing Director for a period of 5 years.

The details of appointment and remuneration payable of Shri Sushil Jain are as under :

- Name** : Shri Sushil Jain  
**Designation** : Chairman & Managing Director  
**Period** : 5 Years w.e.f. 1.8.2000 to 31.7.2005  
**Salary** : Rs. 60,000/- (Rupees Sixty Thousand only) per month with increments effective 1st August each year, as may be decided by the Board of Director of the Company, subject to a ceiling on increment of 20% per annum commencing from 1st August, 2001  
**Commission** : At the rate of 1.0% of the net profit of the Company in any financial year.  
**Perquisites** : In addition to the remuneration as stated above, Shri Sushil Jain shall be entitled to.
- a Rent free furnished residential accommodation with free use of all the facilities and amenities such as air conditioners, stoves, geysers, gas electricity, water etc. if the Company does not provide accommodation, house rent allowance @ 60% of the salary.
  - b Reimbursement of all medical expenses incurred for self and family including hospitalisation, subject to a ceiling of one month's salary in a year or three months Salary over a period of three years.
  - c Leave travel concession for self and members of his family once in a year incurred in accordance with the rule specified by the Company
  - d Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
  - e Use of Company car with driver and telephone at the residence. Use of car with driver and telephone, for office purpose shall not be considered as a perquisite. Personal long distance telephone calls and use of cars for private purpose shall be billed by the Company to Shri Sushil Jain.
  - f Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
  - g Gratuity payable shall not exceed half month's salary of each completed year of service.
  - h Encashment of leaves at the end of the tenure as per rules of the Company.
  - i Any other perquisites as may become applicable on the future.

The value of the perquisites would be evaluated as per Income Tax Rules, 1962 wherever applicable, and at cost in the absence of any such Rule, shall be subject to an overall ceiling of an amount equal to the salary for the relevant period.

The Board may, in their discretion revise/modify any of the terms from time to time within the limits stipulated.

**Minimum remuneration** : Notwithstanding anything hereinabove stated, where in any financial year during Shri Sushil Jain tenure as Chairman & Managing Director of the Company, has not profits or its profits are inadequate, Shri Sushil Jain shall be paid remuneration by way of salary, allowances, perquisites and any other allowances not exceeding the maximum limits as prescribed under para 1 of Section II of part II of Schedule XIII to the Companies Act, 1956 or within such ceiling as may be prescribed under Schedule XIII from time to time or the Companies Act as may be re-codified.

**Other Terms** : Subject to the superintendence, control and direction of the Board, Shri Sushil Jain shall manage and conduct the business and affairs of the Company as Chairman & Managing Director. He shall not be paid any sitting fees for attending meeting of the Board or Committee thereof.

The above may also be treated as an abstract of the memorandum of Interest of the Chairman & Managing Director Shri Sushil Jain Pursuant to Section 302 of the Companies Act, 1956.

Except Shri Sushil Jain, none of the Directors of the Company is, in any way, concerned or interested in the resolution.

By Order of the Board  
 For INDIAN TONERS & DEVELOPERS LTD.  
 (S. C. SINGHAL)  
 EXE. DIRECTOR  
 & COMPANY SECRETARY

PLACE : New Delhi  
 DATED : The 31st Day of May 2000

**DIRECTOR S' REPORT**

INDIAN TONERS &amp; DEVELOPERS LIMITED

To the Members,

Your Directors have pleasure in presenting their 10th Annual Report alongwith the Accounts of the Company for the year ended March 31, 2000

**Working Results**

|   | Rs.in lacs                                |   |
|---|---|---|
|   | For the<br>year ended<br>31st March, 2000 | For the<br>year ended<br>31st March, 1999 |
| Turnover  | 2558                                      | 2001                                      |
| Operating Gross Profit                          | 651                                       | 532                                       |
| Less : Financial Charges                        | 302                                       | 382                                       |
| Depreciation & Other                            | 118                                       | 420                                       |
| Amortisations                                   |   | 112                                       |
|   |   | 494                                       |
| Profit/(Loss)before tax                         | 231                                       | 38  |
| Less : Provision for tax                        | 21  | —   |
| Net Profit/(Loss)                               | 210                                       | 38  |
| Less : Adjustment relating to<br>Earlier Years. | 4   | 1   |
| Surplus Available for Appropriation             | 206                                       | 37  |

**OPERATIONS**

During the year under review, your company achieved a turnover of Rs. 2558 Lacs as against Rs. 2001 Lacs during last year registering an increase of 27.84%.

The production during the year also increased to 366 MT as against 262 MT during last year. Through the production and sales have increased in terms of quantity but due to tough competition in the market and import of toner by traders, the per unit sale realisation has fallen. However higher sales volume and low interest cost due to conversion of higher rate loans into ECB loan resulted in increased profit. Your company performance has been encouraging specially keeping in view the prevailing

recessionary trend.

**FUTURE OUTLOOK**

The economic conditions prevailing in the country are still not favourable. The Indian economy continues to face a tough time in view of drought. Volatile foreign exchange market and uncertain demand behaviour. However the company has drawn extensive plans to further improve its market share both in the domestic as well as in exports which may result in further increase in sales and profit.

**FIXED DEPOSITS**

The Company has not invited any deposits within the meaning of Section 58A of the Companies Act, 1956 and the Rules Made thereunder.

**DIRECTORS**

Shri M.R. Jain and Shri P. K. Kanoria, Directors

## INDIAN TONERS &amp; DEVELOPERS LIMITED

of the Company will retire at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

**AUDITORS**

M/s. K.N. Gutgutia & Co., Chartered Accountants, New Delhi, Auditors of the Company retire at the ensuing Annual General Meeting of the Company and being eligible, offer themselves for reappointment. The requisite certificate under Section 224 (1) (b) of the Companies Act, 1956, has been received from them.

**OTHER INFORMATION**

Other information required under Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosures of Particulars in the Report of the Board of Directors) Rules, 1988 is given in Annexure - "A" of this report.

**PERSONNEL**

Cordial Industrial relations continued to prevail thereby further strengthening employees' commitment to the growth of the Company.

The Board wishes to express its deep appreciation to all sections of the Employees for their whole hearted efforts, cooperation and outstanding contribution to the growth of the Company during the year.

The Company has no employee in the category specified under section 217 (2A) of the companies Act, 1956.

**ENERGY, TECHNOLOGY & FOREIGN EXCHANGE**

Additional information to the extent applicable on conservation of energy, technology absorption, foreign exchange earning and outgo is required to be disclosed in terms of Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Director) Rules, 1988, is annexed hereto and forms part of this report.

**ACKNOWLEDGEMENT**

Your Directors acknowledge the cooperation and assistance extended by various agencies of the Central Government, the Uttar Pradesh Government, Financial Institutions, State Bank of India and Customers. Your Directors also thank the shareholders for their continued support.

**LISTING OF SECURITIES**

The equity shares of the company are listed at, Ahmadabad, Mumbai, Calcutta and Delhi Stock Exchanges. The Company is regular in paying the listing fees on demand by the respective stock exchange. For technical reasons, the Delhi Stock Exchange discontinued trading of shares of your company. The company has taken up the matter with the DSE for revival of the same.

**YEAR 2000 COMPLIANCE**

Your Company has a successful transition into the new millennium without facing any problem on Y2K account in computer based system of the company, both hardware and software.

For & on behalf of the Board

Place : New Delhi

Dated : The 31st Day of May 2000

(SUSHIL JAIN)

Chairman & Managing Director